

## FORM 7

### MONTHLY PROGRESS REPORT

Name of CNSX Issuer: The Tinley Beverage Company Inc (the "Issuer").

Trading Symbol: TNY

Number of Outstanding Listed Securities: 75,108,989

Date: May 5, 2017

#### Report on Business

1. Provide a general overview and discussion of the development of the Issuer's business and operations over the previous month. Where the Issuer was inactive disclose this fact.

In the press release dated April 21, 2017, the Company announced that it has completed its initial run of its "Tinley '27" and "Tinley Cocktails" cannabis beverages, and that the Company would be exhibiting these products at the Cannabis Cup in San Bernadino, California on "420" weekend. "Tinley '27" is a line of cannabis-infused, alcohol-free beverages that are made with essences and flavors that are used in popular alcoholic spirits and liqueurs. The initial products are multi-serve Caribbean spiced rum, Italian Amaretto and Cinnamon Whisky, all of which are alcohol-free and infused with premium cannabis extract. The Company has also produced its initial "Tinley Cocktails" product, which is a ready to drink, single-serve lime margarita that contains tequila extracts and other ingredients commonly found in margarita cocktails. The Company is also making products available to dispensaries and intends to exhibit at future cannabis events in California throughout the summer.

In the press release dated April 26, 2017, the Company announce the successful launch of its cannabis-infused beverages at the High Times Cannabis Cup in San Bernardino, California. Over the course of the three-day event, more than 800 new members joined the Tinley Collective to purchase and/or sample Tinley products. The Company attended the Cannabis Cup as a non-competing exhibitor, and may seek to enter its products into future competitions in California. The Company will offer products for sale online directly to California-resident patients, and is making products available to dispensaries throughout the state.

2. Provide a general overview and discussion of the activities of management.

The issuer is primarily focused on hemp-infused beverages and supplements. The Company uses a patent-produced procedure to manufacture a liquid supplement containing certifiable phytoconstituent-rich hemp oil. The Company is producing its products in California and is focusing distribution on key markets throughout the West Coast.

In this regard, among other duties, management has been undertaking the following:

- Working with Critical Mass to develop and implement manufacturing processes and a scaled distribution platform
- Further developing its social media content and user following
- Continuing to generate direct orders from “brick and mortar” retailers and online stores
- Recruitment of personnel
- Continuing development of the energy and sleep versions of its products
- Producing additional Hemplify 10oz flavors and inventory
- Preparing for production of its next run of its cannabis-infused line of liquor-style and ready-to-drink cocktail products

The Company is producing its products with a large-scale contract manufacturer. The Issuer has been pursuing an aggressive sales and distribution plan to place the beverages in stores.

3. Describe and provide details of any new products or services developed or offered. For resource companies, provide details of new drilling, exploration or production programs and acquisitions of any new properties and attach any mineral or oil and gas or other reports required under Ontario securities law.

**As announced in the press release dated April 21, 2017, the Company produced its initial “Tinley Cocktails” product, which is a ready to drink, single-serve lime margarita that contains tequila extracts and other ingredients commonly found in margarita cocktails.**

4. Describe and provide details of any products or services that were discontinued. For resource companies, provide details of any drilling, exploration or production programs that have been amended or abandoned.

**None.**

5. Describe any new business relationships entered into between the Issuer, the Issuer’s affiliates or third parties including contracts to supply products or services, joint venture agreements and licensing agreements etc. State whether the relationship is with a Related Person of the Issuer and provide details of the relationship.

**None.**

6. Describe the expiry or termination of any contracts or agreements between the Issuer, the Issuer's affiliates or third parties or cancellation of any financing arrangements that have been previously announced.

**None.**

7. Describe any acquisitions by the Issuer or dispositions of the Issuer's assets that occurred during the preceding month. Provide details of the nature of the assets acquired or disposed of and provide details of the consideration paid or payable together with a schedule of payments if applicable, and of any valuation. State how the consideration was determined and whether the acquisition was from or the disposition was to a Related Person of the Issuer and provide details of the relationship.

**None.**

8. Describe the acquisition of new customers or loss of customers.

**None.**

9. Describe any new developments or effects on intangible products such as brand names, circulation lists, copyrights, franchises, licenses, patents, software, subscription lists and trade-marks.

**None.**

10. Report on any employee hirings, terminations or lay-offs with details of anticipated length of lay-offs.

**Marsha Lau, an Employee who assisted with sales and marketing, resigned as of April 15, 2017. Critical Mass had taken over management of these functions as previously press released.**

11. Report on any labour disputes and resolutions of those disputes if applicable.

**None.**

12. Describe and provide details of legal proceedings to which the Issuer became a party, including the name of the court or agency, the date instituted, the principal parties to the proceedings, the nature of the claim, the amount claimed, if any, if the proceedings are being contested, and the present status of the proceedings.

**None.**

13. Provide details of any indebtedness incurred or repaid by the Issuer together with the terms of such indebtedness.

**None.**

14. Provide details of any securities issued and options or warrants granted.

Security	Number Issued	Details of Issuance	Use of Proceeds <sup>(1)</sup>
Common Shares	1,820,592	Exercise of warrants	\$430,773 Working capital

(1) State aggregate proceeds and intended allocation of proceeds.

15. Provide details of any loans to or by Related Persons.

**None.**

16. Provide details of any changes in directors, officers or committee members.

**None.**

17. Discuss any trends which are likely to impact the Issuer including trends in the Issuer's market(s) or political/regulatory trends.

**The Company has seen an increasing number of mainstream stores carrying hemp oil products and has encountered two companies that have developed drinkable hemp oil products. The Company's hemp oil business involves certain risks and uncertainties that are inherent to the Company's industry. Please refer to the "Risk Factors" section of the Listing Statement filed on January 27, 2016 on SEDAR and available at [www.sedar.com](http://www.sedar.com).**

## Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there were is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 7 Monthly Progress Report is true.

Dated **May 5, 2017.**

Jeffrey Maser  
Name of Director or Senior Officer

"Jeffrey Maser"  
Signature

CEO  
Official Capacity

<b>Issuer Details</b> Name of Issuer <b>The Tinley Beverage Company Inc.</b>		For Quarter Ended	Date of Report YY/MM/D <b>2017/05/05</b>
Issuer Address <b>77 King Street West, Suite 2905</b>			
City/Province/Postal Code <b>Toronto, ON M5K 1H1</b>		Issuer Fax No. ( )	Issuer Telephone No. <b>( 416 ) 402-3365</b>
Contact Name <b>Jeffrey Maser</b>		Contact Position <b>Director/ CEO</b>	Contact Telephone No. <b>416-402-3365</b>
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